

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

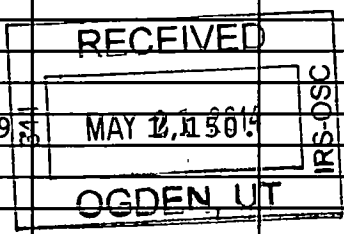
For calendar year 2013 or tax year beginning

, and ending

Name of foundation ED UIHLEIN FAMILY FOUNDATION		A Employer identification number 20-5723621
Number and street (or P.O. box number if mail is not delivered to street address) 736 N. WESTERN AVENUE	Room/suite 339	B Telephone number 847-473-3000
City or town, state or province, country, and ZIP or foreign postal code LAKE FOREST, IL 60045		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,313,453.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	9,736,503.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	109,049.	109,049.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	37,240.			
b Gross sales price for all assets on line 6a	241,091.			
7 Capital gain net income (from Part IV, line 2)		37,240.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	9,882,792.	146,289.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 2	2,849.			0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 3	27,907.	26,469.		1,438.
24 Total operating and administrative expenses. Add lines 13 through 23	30,756.	27,619.		1,438.
25 Contributions, gifts, grants paid	8,412,630.			8,412,630.
26 Total expenses and disbursements. Add lines 24 and 25	8,443,386.	27,619.		8,414,068.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,439,406.			
b Net investment income (if negative, enter -0-)		118,670.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 27 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,866,188.	7,074,076.	7,074,076.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	3,163,206.	3,394,724.	4,239,377.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	9,029,394.	10,468,800.	11,313,453.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,029,394.	10,468,800.	
30 Total net assets or fund balances	9,029,394.	10,468,800.		
31 Total liabilities and net assets/fund balances	9,029,394.	10,468,800.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,029,394.
2 Enter amount from Part I, line 27a	2	1,439,406.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,468,800.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,468,800.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DETAIL AVAILABLE IN TAXPAYER'S FILE	P	VARIOUS	VARIOUS
b CAPITAL GAIN DISTRIBUTIONS	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 236,661.		203,851.	32,810.
b 4,430.			4,430.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			32,810.
b			4,430.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	37,240.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,875,312.	5,293,716.	.732059
2011	4,265,593.	5,059,204.	.843135
2010	2,759,790.	4,317,843.	.639159
2009	2,788,696.	4,257,619.	.654990
2008	1,595,970.	4,845,264.	.329388

2 Total of line 1, column (d)	2	3.198731
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.639746
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,851,484.
5 Multiply line 4 by line 3	5	3,743,463.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,187.
7 Add lines 5 and 6	7	3,744,650.
8 Enter qualifying distributions from Part XII, line 4	8	8,414,068.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,187.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,187.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,187.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		93.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 93. Refunded <input checked="" type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ RICHARD UIHLEIN Telephone no. ▶ 847-473-3000 Located at ▶ 736 N WESTERN AVE #339, LAKE FOREST, IL ZIP+4 ▶ 60045			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD E. UIHLEIN 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
LUCIA UIHLEIN HIGGINS 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	DIRECTOR/SECRETARY 0.00	0.	0.	0.
FREDERICKA ANNE GOLDENBERG 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	DIRECTOR/TREASURER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE ED UIHLEIN FOUNDATION IS ORGANIZED AND OPERATED FOR THE SOLE PURPOSE OF MAKING CASH CONTRIBUTIONS TO QUALIFYING PUBLIC CHARITIES. THE FOUNDATION DOES NOT ENGAGE IN ANY	0.
2 OTHER DIRECT CHARITABLE ACTIVITIES.	
	0.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3 ▶	0.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	3,890,801.
b	Average of monthly cash balances	1b	2,049,792.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,940,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,940,593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,851,484.
6	Minimum investment return. Enter 5% of line 5	6	292,574.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	292,574.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,187.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	291,387.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	291,387.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	291,387.

Part XII

Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,414,068.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,414,068.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,187.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,412,881.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				291,387.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,321,877.			
b From 2009	2,577,233.			
c From 2010	2,545,718.			
d From 2011	4,014,255.			
e From 2012	3,613,144.			
f Total of lines 3a through e	14,072,227.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 8,414,068.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				291,387.
e Remaining amount distributed out of corpus	8,122,681.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	22,194,908.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,321,877.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	20,873,031.			
10 Analysis of line 9:				
a Excess from 2009	2,577,233.			
b Excess from 2010	2,545,718.			
c Excess from 2011	4,014,255.			
d Excess from 2012	3,613,144.			
e Excess from 2013	8,122,681.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

RICHARD E. UIHLEIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year				
SEE ATTACHED STATEMENT				8,412,630.
Total			▶ 3a	8,412,630.
<i>b</i> Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a Transfers from the reporting foundation to a noncharitable exempt organization of:
 - (1) Cash
 - (2) Other assets
 - b Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: *[Signature]* Date: *[Blank]*

Sign Here **May the IRS discuss this return with the preparer shown below (see instr)?**

Paid Preparer Use Only

Print/Type preparer's name: REBECCA HARTZEL
 Preparer's signature: *[Signature]*
 Firm's name: DELOITTE TAX LLP
 Firm's address: 555 EAST WELLS STREET MILWAUKEE, WI 53202

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization ED UIHLEIN FAMILY FOUNDATION	Employer identification number 20-5723621
---	---

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD UIHLEIN 736 N WESTERN AVE #339 LAKE FOREST, IL 60045	\$ 9,736,503.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

ED UIHLEIN FAMILY FOUNDATION

20-5723621

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

NAME	ADDRESS	PURPOSE	BOOK AMOUNT	RELATIONSHIP
Accuracy in Academia	4455 Connecticut Avenue, N W , Ste 330, Washington, D C 20008	General Charity	3,000 00	None
Accuracy in Media	4350 East West Highway, Bethesda, MD 20814	General Charity	15,000 00	None
American Majority	P O Box 87, Purcellville, VA 20134	General Charity	125,000 00	None
American Opinion Foundation, Inc	750 N Hickory Farm Lane, Apleton, WI 54914	General Charity	250,000 00	None
America's Majority Foundation	8640 Travis Street, Overland Park, KS 66212	General Charity	50,000 00	None
Apostle Islands Area Community Fund	P O Box 1574, Bayfield, WI 54814	General Charity	500 00	None
Beacon Academy	622 Davis Street, Evanston, IL 60201	General Charity	100,000 00	None
Camp Jom	PO Box 430, 28 Red Feather Road, Manitowish Waters, WI 54545	General Charity	10,000 00	None
Captain Fredenck Pabst Mansion, Inc	2000 West Wisconsin Ave, Milwaukee, WI 53233	General Charity	250 00	None
Cattlemen's Ball of Nebraska	P O Box 104, Harnsburg, NE 69345	General Charity	50,000 00	None
Center for Competitive Politics	124 West Street South, Ste 201, Alexandria, VA 22314	General Charity	100,000 00	None
Chicago Hope Academy	2189 W Bowler St., Chicago, IL 60612	General Charity	5,000 00	None
Chicago Zoological Society	3300 Golf Road, Brookfield, IL 60513-0719	General Charity	3,000 00	None
Clare Boothe Luce Policy Institute	112 Elden Street, Suite P, Herndon, VA 20170	General Charity	50,000 00	None
Clare Boothe Luce Policy Institute	112 Elden Street, Suite P, Herndon, VA 20170	General Charity	40,000 00	None
Clearbrook	1835 West Central Road, Arlington Heights, IL 60005	General Charity	1,000 00	None
Competitive Enterprise Institute	1899 L ST NW Floor 12, Washington, D C 20036	General Charity	500 00	None
Cumberland College	6191 College Station Drive, Williamsburg, KY 40769	General Charity	2,000 00	None
Delta Waterfowl Foundation	P O Box 3128, Bismarck, ND 58502	General Charity	1,000 00	None
Eagle Forum Education & Legal Defense	P O Box 618, Alton, IL 62002	General Charity	3,500 00	None
Eisenhower Medical Center	39000 Bob Hope Drive, Rancho Mirage, CA 92270	General Charity	1,000 00	None
Everglades Foundation	18001 Old Cutler Road, Suite 625, Palmetto Bay, FL 33157	General Charity	3,500 00	None
Family Taxpayers Foundation	8 East Main Street, Carpentersville, IL 60110	General Charity	200,000 00	None
Fellow Mortals	W4632 Palmer Road, Lake Geneva, WI 53147	General Charity	1,500 00	None
Fellow Mortals	W4632 Palmer Road, Lake Geneva, WI 53147	General Charity	40,000 00	None
Field Museum	1400 South Lake Shore Drive, Chicago, IL 60606-2496	General Charity	1,000 00	None
Forest Bluff School	8 West Scranton Avenue, Lake Bluff, IL 60044	General Charity	2,000 00	None
Foundation for Government Accountability	15275 Collier Blvd, Suites 201-279, Naples, FL 34119	General Charity	200,000 00	None
Foundation for Teaching Economics	260 Russell Boulevard, Suite B, Davis, CA 95616	General Charity	1,000 00	None
Frank Ward Trust	855 Skokie Highway, Suite D, Lake Bluff, IL 60044	General Charity	500 00	None
Free & Equal Elections Foundation	1608 S Ashland Ave , Suite 86386, Chicago, IL 60608	General Charity	10,000 00	None
Gilder Lehman Institute of Am History	19 West 44th Street, Suite 500, New York, NY 10036	General Charity	10,000 00	None
Gorton Community Center	400 E Illinois Road, Lake Forest, IL 60045	General Charity	5,000 00	None
Great Lakes Adaptive Sports Association	400 E Illinois Road, Lake Forest, IL 60045	General Charity	2,000 00	None
Greenhouse Solutions	P O Box 87, Purcellville, VA 20134-0087	General Charity	100,000 00	None
Greenhouse Solutions	P O Box 87, Purcellville, VA 20134-0087	General Charity	100,000 00	None
Grove City College	100 Campus Drive, Grove City, PA 16127	General Charity	20,000 00	None
Guardian Angels of S W Florida	1429 60th Ave West, Suite 200, Bradenton, FL 34207	General Charity	10,000 00	None
High Frontier	500 North Washington Street, Alexandria, VA 22314-2314	General Charity	3,500 00	None
Hillsdale College	33 East College Street, Hillsdale, MI 49242	General Charity	25,000 00	None
I Back Jack Foundation	P O Box 41, Hartland, WI 53029	General Charity	5,000 00	None
Illinois Family Institute	P O Box 88848, Carol Stream, IL 60188	General Charity	2,500 00	None
Illinois Policy Institute	190 S LaSalle Street, Suite 1630, Chicago, IL 60603	General Charity	750,000 00	None
Independent Institute, The	100 Swan Way, Oakland, CA 94621-1428	General Charity	5,000 00	None
Inner City Impact	3327 W Fullerton Ave , Chicago, IL 60647	General Charity	1,200 00	None
Inner City Impact	3327 W Fullerton Ave , Chicago, IL 60647	General Charity	50,000 00	None
Institute for Humane Studies	3351 North Fairfax Drive, MSN 1C5, Arlington, VA 22201	General Charity	250,000 00	None
Institute for Justice	901 N Glebe Road, Suite 900, Arlington, VA 22203	General Charity	5,000 00	None
Intercollegiate Studies Institute	3901 Centerville Road, Wilmington, DE 19807-1938	General Charity	25,000 00	None
Jesse Helms Center, The	P O Box 247, Wingate, NC 28174	General Charity	5,000 00	None
Kenosha Civil War Museum	5400 First Avenue, Kenosha, WI 53140	General Charity	5,000 00	None
Kenosha Public Museum	5500 First Avenue, Kenosha, WI 53140	General Charity	5,000 00	None
Kenosha YMCA	7101 53rd Street, Kenosha, WI 53144	General Charity	25,000 00	None
LaCasa Zachanas Center	4275 Old Grand Avenue, Gurnee, IL 60031	General Charity	10,000 00	None
Lake County Community Foundation	114 South Genesee Street, Suite 505, Waukegan, IL 60085	General Charity	1,000 00	None
Lake Forest College	555 North Shendan Road, Lake Forest, IL 60045-2338	General Charity	50,000 00	None
Lake Forest Northwestern Hospital	660 N Westmoreland Road, Lake Forest, IL 60045	General Charity	20,000 00	None
Lake Forest Symphony	900 North Shore Drive, Suite 109A, Lake Bluff, IL 60044-2217	General Charity	1,000 00	None
Landmark Legal Foundation	19415 Deerfield Ave, Suite 312, Leesburg, VA 20176	General Charity	5,000 00	None
Liberty Foundation	1401 N Lincoln Blvd , Suite 500, Oklahoma City, OK 73104	General Charity	800,000 00	None
Life Without Limits	133 N Friendswood Suite 229, Friendswood, TX 77546	General Charity	350,000 00	None
Lincoln Park Zoo	2001 North Clark Street, Chicago, IL 60614	General Charity	1,000 00	None
Living Lands & Waters	17624 Route 84 North Great River Road, East Moline, IL 61244	General Charity	5,000 00	None
Manitowish Waters Bike Trail, Inc	P O Box 267, Manitowish Waters, WI 54545	General Charity	236,502 50	None
Manitowish Waters Bike Trail, Inc	P O Box 267, Manitowish Waters, WI 54545	General Charity	569,984 60	None
Media Research Center	1900 Campus Commons Drive, Suite 600, Reston, VA 20191	General Charity	175,000 00	None
Media Research Center	1900 Campus Commons Drive, Suite 600, Reston, VA 20191	General Charity	70,000 00	None
MetroSquash	5655 South University Avenue, Chicago, IL 60637	General Charity	150,000 00	None
Montesson School of Lake Forest	13700 West Laurel Drive, Lake Forest, IL 60045	General Charity	2,500 00	None
National Legal & Policy Center	107 Park Washington Court, Falls Church, VA 22046	General Charity	50,000 00	None
National Right to Work Legal Defense Fdn	8001 Braddock Road, Springfield, VA 22160	General Charity	50,000 00	None
North Lakeland Education Foundation	P O Box 518, Manitowish Waters, WI 54545	General Charity	1,000 00	None
Pacific Legal Foundation	930 G Street, Sacramento, CA 95814	General Charity	2,500 00	None
PAWS Chicago	1997 N Clybourn Ave , Chicago, IL 60614	General Charity	100 00	None
Peregrine Fund, The	5668 West Flying Hawk Lane, Boise, ID 83709	General Charity	500 00	None
Pro Life Action League	6160 N Cicero Ave , Chicago, IL 60646	General Charity	6,500 00	None
Pro Life Action League	6160 N Cicero Ave , Chicago, IL 60646	General Charity	1,000 00	None
Rocky Mountain Elk Foundation	5705 Grant Creek Rd , Missoula, MT 59808-8249	General Charity	1,500 00	None
Second Amendment Foundation	James Madison Building, 12500 N E Tenth Place, Bellevue, WA 98005	General Charity	1,000 00	None

Seeing Eye, The	P O Box 375, Morristown, NJ 07963-0375	General Chanty	750 00	None
Shedd Aquanum	1200 South Lake Shore Drive, Chicago, IL 60605	General Chanty	2,500 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	2,540 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	4,012 50	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	115,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	20,000 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	150,000 00	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	95,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	75,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	85,833 33	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	85,833 37	None
Sidewalk Sunday School	1312 27th Street, Zion, IL 60099	General Chanty	113,333 33	None
Sidewalk Sunday School (Church of Joy)	1312 27th Street, Zion, IL 60099	General Chanty	200,000 00	None
Students for Liberty	PO Box 17321, Arlington, VA 22216	General Chanty	3,500 00	None
Teach for Amerca	300 West Adams Street, Suite 1000, Chicago, IL 60606	General Chanty	75,000 00	None
The Federalist Society	1015 18th Street, NW, Suite 425, Washington, D C 20036	General Chanty	150,000 00	None
The Foundation Endowment	P O Box 739, Warrenton, VA 20188	General Chanty	1,000 00	None
The Heartland Institute	One South Wacker Drive, Suite 2740, Chicago, IL 60606	General Chanty	10,000 00	None
The Heritage Foundation	214 Massachusetts Avenue, NE, Washington, D C 20002	General Chanty	20,000 00	None
The Jack Miller Center	3 Bala Plaza West, Suite 401, Bala Cynwyd, PA 19004	General Chanty	39,380 00	None
The Jack Miller Center	3 Bala Plaza West, Suite 401, Bala Cynwyd, PA 19004	General Chanty	39,380 00	None
The Jack Miller Center	3 Bala Plaza West, Suite 401, Bala Cynwyd, PA 19004	General Chanty	90,280 00	None
The Leadership Institute	1101 North Highland Street, Arlington, VA 22201	General Chanty	200,000 00	None
The Lovett School	4075 Paces Ferry Road, N W , Atlanta, GA 30327-3099	General Chanty	50,000 00	None
The Wetlands Initiative	53 West Jackson Boulevard, Suite 1015, Chicago, IL 60604	General Chanty	2,500 00	None
The Wetlands Initiative	53 West Jackson Boulevard, Suite 1015, Chicago, IL 60604	General Chanty	5,000 00	None
Tidewell Hospice	5955 Rand Blvd , Sarasota, FL 34238	General Chanty	2,000 00	None
U S Sportsmen's Alliance Foundation	801 Kingsmill Parkway, Columbus, OH 43229	General Chanty	250 00	None
United Community Centers, Inc	P O Box 1683, Bradenton, FL 34206	General Chanty	250,000 00	None
Washington Legal Foundation	2009 Massachusetts Ave, N W , Washington, D C 20036	General Chanty	10,000 00	None
Waterfowl Festival	40 S Hamson Street, Easton, MD 21601	General Chanty	3,000 00	None
Wiidscreen USA Inc	10 G Street N E , Suite 710, Washington, D C 20002	General Chanty	2,500 00	None
XIV Foundation	P O Box 58, Okemos, MI 48805-0058	General Chanty	500,000 00	None
YMCA of Metropolitan Chicago	801 North Dearborn St , Chicago, IL 60610	General Chanty	1,000 00	None
You Can Run International	P O Box 1126 Annandale, MN 55302	General Chanty	50,000 00	None
You Can Run International	P O Box 1126 Annandale, MN 55302	General Chanty	30,000 00	None
You Can Run International	P O Box 1126 Annandale, MN 55302	General Chanty	150,000 00	None

8,412,629 60

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT 1**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	109,049.	0.	109,049.	109,049.	
TO PART I, LINE 4	109,049.	0.	109,049.	109,049.	

FORM 990-PF **TAXES** **STATEMENT 2**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,150.	1,150.		0.
FEDERAL BALANCE DUE AND ESTIMATED TAXES PAID	1,699.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,849.	1,150.		0.

FORM 990-PF **OTHER EXPENSES** **STATEMENT 3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
INVESTMENT FEES	26,469.	26,469.		0.
WIRE TRANSFER FEES	50.	0.		50.
OFFICE SUPPLIES	1,363.	0.		1,363.
TO FORM 990-PF, PG 1, LN 23	27,907.	26,469.		1,438.

FORM 990-PF

CORPORATE STOCK

STATEMENT 4

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DETAIL AVAILABLE IN TAXPAYER'S FILE	3,394,724.	4,239,377.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,394,724.	4,239,377.